

RESTRICTIVE COVENANT

OWNER: Gruene Commercial Properties, Ltd., a Texas limited partnership
ADDRESS: P.O. Box 159, Manchaca, TX 78652
OWNER: Alma Kay West, Individually and the Estate of Donald Lamar West
ADDRESS: PO Box 159, Manchaca, TX 78652
CONSIDERATION: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the City of Austin to the Owner, the receipt and sufficiency of which is acknowledged.
PROPERTY: A 24.116 acre tract of land, more or less, located in Travis County, the tract of land being more particularly described by metes and bounds in Exhibit "A" incorporated into this covenant.

WHEREAS, the Owner (the "Owner", whether one or more) of the Property and the City of Austin have agreed that the Property should be impressed with certain covenants and restrictions;

NOW, THEREFORE, it is declared that the Owner of the Property, for the consideration, shall hold, sell and convey the Property, subject to the following covenants and restrictions impressed upon the Property by this restrictive covenant ("Agreement"). These covenants and restrictions shall run with the land, and shall be binding on the Owner of the Property, its heirs, successors, and assigns.

1. A site plan or building permit for the Property may not be approved, released, or issued, if the completed development or uses of the Property, considered cumulatively with all existing or previously authorized development and uses, generate traffic that exceeds the total traffic generation for the Property as specified in that certain Traffic Impact Analysis ("TIA") prepared by HDR Engineering, Inc., dated July 20, 2011, or as amended and approved by the Director of the Planning and Development Review Department. All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the Planning and Development Review Department, dated October 27, 2011. The TIA shall be kept on file at the Planning and Development Review Department.
2. If any person or entity shall violate or attempt to violate this Agreement, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such Agreement, to prevent the person or entity from such actions, and to collect damages for such actions.
3. If any part of this Agreement is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this Agreement, and such remaining portion of this Agreement shall remain in full effect.

4. If at any time the City of Austin fails to enforce this Agreement, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
5. This Agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property, or a portion of the Property, subject to the modification, amendment or termination at the time of such modification, amendment or termination.

EXECUTED this the _____ day of _____, 2011.

OWNERS:

**Gruene Commercial Properties, Ltd.
A Texas limited partnership**

By: D.L. West Co., Inc.,
a Texas corporation
its general partner

By: _____
Alma Kay West, President

**Alma Kay West, Individually and the Estate of
Donald Lamar West**

By: _____
Alma Kay West, Individually and as
Independent Executor

APPROVED AS TO FORM:

Chad Shaw
Assistant City Attorney
City of Austin

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the _____ day of _____, 2011, by Alma Kay West, President of D.L. West Co., Inc. a Texas corporation, the General Partner for Gruene Commercial Properties, Ltd, a Texas limited partnership on behalf of the corporation and the limited partnerships.

Notary Public, State of Texas

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the _____ day of _____, 2011, by Alma Kay West, Individually and as Independent Executor of Estate of Donald Lamar West.

Notary Public, State of Texas

**After Recording, Please Return to:
City of Austin
Department of Law
P. O. Box 1088
Austin, Texas 78767-1088
Attention: Janice Collins, Paralegal**

24.116 ACRES
PLATINUM SLAUGHTER
ODEN HUGHES, LLC

FN. NO. 11-136(MJJ)
MAY 2, 2011
BPI JOB NO. R010907010002

DESCRIPTION

OF 24.116 ACRES OF LAND OUT OF THE S.F. SLAUGHTER LEAGUE SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING THE REMAINING PORTION OF THOSE TWO (2) CERTAIN 15 ACRE TRACTS OF LAND CONVEYED TO GRUENE COMMERCIAL PROPERTIES, LTD., A TEXAS LIMITED PARTNERSHIP BY DEED OF RECORD IN DOCUMENT NO. 2010090841 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; SAID 24.116 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at a 1/2 inch iron rod found in the southerly line of Slaughter lane West (120' R.O.W.), being the common southerly corner of that certain 0.6771 acre tract of land and that certain 0.2318 acre tract of land both having been conveyed to Travis County, Texas for Street Purposes by deed of record in Volume 10954, Page 1528 of the Real Property Records of Travis County, Texas, the common northerly corner of the remaining portion of said 15 acre tracts and the northwesterly corner of that certain 3.948 acre Homestead Tract being portion of said 15 acre tract by deed of record in Volume 4022, Page 1703 of the Deed Records of Travis County, Texas, for the northernmost northeasterly corner hereof;

THENCE, S02°22'38"E, leaving the southerly line of Slaughter Lane West, along the common line of said 15 acre tracts, being the westerly line of said 3.948 acre Homestead Tract, for a portion of the easterly line hereof, a distance of 588.06 feet to a iron pipe found at the southwesterly corner of said 3.948 acre Homestead Tract, for an angle point hereof;

THENCE, N87°37'21"E, along southerly line of said 3.948 acre Homestead Tract, being a portion of the northerly line hereof, a distance of 315.80 feet to an iron pipe found in the westerly line of Lot 3, Block "C" Slaughter/South First Section Three, a subdivision of record in Volume 102, pages 261-262 of the Plat Records of Travis County, Texas, being the southeasterly corner of said 3.948 acre Homestead Tract, for the easternmost northeasterly corner hereof;

THENCE, S02°22'38"E, along the westerly line of said Lot 3, being the easterly line of the remaining portion of said 15 acre tract, for a portion of the easterly line hereof, a distance of 586.47 feet to a 1/2 inch iron rod with cap set in the westerly line of South First Street (120' R.O.W.), for the southernmost corner of said Lot 3, same being the northernmost corner of that certain 0.999 acre tract of land conveyed to the City of Austin for Street Purposes by deed of record in Document No. 1999087728 of said Official Public Records, for the point of curvature of a curve to the left;

THENCE, along the westerly line of South First Street, same being the westerly line of said 0.999 acre tract, a portion of the easterly line of the remaining portion of said 15 acre tract, for a portion of the westerly line hereof, the following two (2) courses and distances:

- 1) Along said curve to the left having a radius of 1091.87 feet, a central angle of $19^{\circ}06'12''$, an arc length of 364.05 feet and a chord which bears, $S07^{\circ}11'25''W$, a distance of 362.36 feet to a 1/2 inch iron rod with cap set for the end of said curve;
- 2) $S02^{\circ}22'42''E$, a distance of 485.76 feet to a 1/2 inch iron rod with cap set at the northeasterly corner of that certain 103.018 acre tract of land conveyed to the City of Austin by deed of record in Volume 11532, Page 222 of said Real Property Records, being the southwesterly corner of said 0.999 acre tract, for the southeasterly corner hereof, from which a 1/2 inch iron rod found in the westerly line of South First Street bears, $S02^{\circ}22'42''E$, a distance of 173.30 feet;

THENCE, $S87^{\circ}37'22''W$, leaving the westerly line of South First Street, along the northerly line of said 103.018 acre tract, being the southerly line of those two (2) said 15 acre tracts, for the southerly line hereof, passing at a distance of 255.58 feet an iron pipe found for the common southerly corner of said 15 acre tracts and continuing for a total distance of 571.21 feet to a 1/2 inch iron rod with cap set at the southeasterly corner of that certain 2.55 acre tract of land conveyed to Herby's Joint Venture by deed of record in Volume 13361, Page 382 of said Real Property Records, being the southwesterly corner of said 15 acre tract, for the southwesterly corner hereof, from which a 1/2 inch iron rod found bears, $N02^{\circ}22'31''W$, a distance of 1.64 feet;

THENCE, $N02^{\circ}22'31''W$, leaving the northerly line of said 103.018 acre tract, along the easterly line of said 2.55 acre tract and the easterly line of that certain 12.258 acre tract of land conveyed to Midway Company by deed of record in Volume 12310, Page 502 of said Real Property Records, being the westerly line of said 15 acre tract, for the westerly line hereof, a distance of 2044.30 feet to a point in the southerly line of Slaughter Lane West, being the northeasterly corner of said 12.258 acre tract, the southwesterly corner of said 0.2318 acre tract, for the northwesterly corner hereof, from which a 1/2 inch iron rod found bears, $N02^{\circ}22'31''W$, a distance of 1.45 feet;

THENCE, along the southerly line of Slaughter Lane West, being the southerly line of said 0.2318 acre tract, for a portion of the northerly line hereof, the following two (2) courses and distances:

- 1) $N87^{\circ}36'57''E$, a distance of 38.55 feet to a 1/2 inch iron rod found for the point of curvature of a curve to the right;

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MAY 2, 2011
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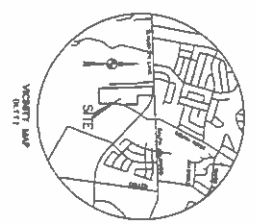
- 2) Along said curve to the right having a radius of 1440.00 feet, a central angle of $11^{\circ}05'26''$, an arc length of 278.74 feet and a chord which bears, $S86^{\circ}52'25''E$, a distance of 362.36 feet to the **POINT OF BEGINNING**, and containing 24.116 acres (1,050,506 sq. ft.) of land, more or less, within these metes and bounds.

I, MARK J. JEZISEK, A REGISTERED PROFESSIONAL LAND SURVEYOR, DO HEREBY CERTIFY THAT THE PROPERTY DESCRIBED HEREIN WAS DETERMINED BY A SURVEY MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION. A LAND TITLE SURVEY WAS PREPARED TO ACCOMPANY THIS FIELDNOTE DESCRIPTION.

BURY & PARTNERS, INC.
ENGINEERING-SOLUTIONS
221 W. SIXTH STREET, SUITE 600
AUSTIN, TEXAS 78701

Mark J. Jezisek 5/2/11
MARK J. JEZISEK, R.P.L.S.
NO. 5267
STATE OF TEXAS





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